



RIVERBEND RESOLUTION NO. 20180926-04

AUTHORIZING THE EXECUTIVE DIRECTOR/CEO, ELIZABETH FAZIO HALE, TO EXECUTE AN INTERLOCAL AGREEMENT/CONTRACT WITH FANCHER LEGAL, PLLC AND/OR KEMP SMITH LLP FOR PROFESSIONAL LEGAL SERVICES RELATED TO LOCAL, STATE, AND FEDERAL WATER AND WASTEWATER ISSUES

WHEREAS, Riverbend Water Resources District is a conservation and reclamation district created under and essential to accomplish the purposes of Section 59 Article XVI, Texas Constitution, existing pursuant to and having the powers set forth in Chapter 9601 of the Special District Local Laws Code of the State of Texas; and

WHEREAS, Riverbend Water Resources District has a need for the following legal services including: to provide guidance on specific legal matters related to state and federal water laws; to conduct research provide guidance, draft documents, and execute documents as required for the purpose of entering into contractual relationships with Riverbend for the purpose of the regional and state wholesale of water; to review, draft, and negotiate water contracts and leases; to initiate and/or defend lawsuits related to the contracts drafted with respect to the regional and state wholesale of water, as well as other state and federal legal claims as necessary; to attend state and federal legislative and agency hearings, as necessary; and

WHEREAS, Riverbend Water Resources District has completed the formal Request for Qualifications ("RFQ") for legal services related to local, state, and federal water and wastewater issues; and

WHEREAS, Booth Ahrens & Werkenthin, PC; Fancher Legal, PLLC; and Kemp Smith LLP all provide certain needed legal services, are qualified and certified to perform these services, and each has submitted acceptable proposals in response to the formal RFQ; and

WHEREAS, the Board of Directors of Riverbend Water Resources District reviewed all factors relative to the proposals submitted, including the quality of response; team organization; project experience; project approach; and summary; and

WHEREAS, Fancher Legal, PLLC and/or Kemp Smith LLP, based upon the review by the Board of Directors, have both submitted superior proposals and are fully qualified and certified to perform these services; and



WHEREAS, the professional legal services sought by Riverbend Water Resources District as provided herein shall be in accordance with the amounts Riverbend approved within the budgets; and

NOW, THEREFORE, BE IT RESOLVED that the Executive Director/CEO shall be and is hereby authorized to negotiate and enter into an interlocal agreement/contract with Fancher Legal, PLLC and/or Kemp Smith LLP for professional legal services, an amount consistent with the Riverbend budgets for professional legal services related to local, state, and/or federal water issues. Any agreement/contract must be reviewed by general counsel.

PASSED and APPROVED this 26th day of September, 2018

A handwritten signature in blue ink that reads "Marshall Wood".

Marshall Wood, President

ATTEST:

A handwritten signature in blue ink that appears to read "Sean Rommel".

Sean Rommel, Secretary



**RESPONSE TO REQUEST FOR QUALIFICATIONS
FOR LEGAL SERVICES TO THE
RIVERBEND WATER RESOURCES DISTRICT**

SUBMITTED BY:

KRISTEN O. FANCHER

FANCHER LEGAL, PLLC

6136 Frisco Square Blvd., Suite 400

Frisco, Texas 75034

(469) 925-0022

kf@fancherlegal.com

www.fancherlegal.com

BRIEF OVERVIEW

Fancher Legal, PLLC is pleased to submit this response to the Riverbend Water Resources District's ("RWRD's" or the "District's") request for legal services. We believe that we bring unique expertise to the table and are able to provide the District with efficient and cost-effective representation. As a firm, we pride ourselves on our reputation in the industry and on the delivery of first-class service. We are fortunate to have the experience and resources required to handle virtually all water-related legal needs of the District. The firm's principal office location in the Dallas/Fort Worth area is also an added benefit to clients in the North Texas area.

I. GENERAL INFORMATION

- A. Name and Address of Firm: Fancher Legal, PLLC
6136 Frisco Square Blvd., Suite 400
Frisco, Texas 75034
Collin County
- B. Firm Contact: Kristen O. Fancher
Phone: (469) 925-0022
Email: kf@fancherlegal.com
Fax: (469) 547-0684
- C. Number of Years in Business: Firm – 1.5 years
Kristen Fancher – 10 years
- D. List of Professional Licenses/Certifications: State Bar of Texas
Woman-owned business certifications currently pending

E. Statement of Interest:

Fancher Legal, PLLC has a wealth of experience in the water, natural resources, and environmental fields through representation of public and private sector clients across the state. Kristen Fancher's legal career has been primarily dedicated to water law, and she provides legal services to clients on nearly every aspect of state and federal water law matters. Kristen has extensive experience representing local government clients, and also has significant experience in drafting and negotiating water supply contracts. After practicing in Austin for a number of years, Ms. Fancher simultaneously founded Fancher Legal, PLLC, and relocated with her family to the North Texas area where she was raised. The formation of Fancher Legal, PLLC has allowed Ms. Fancher to continue representing her existing client base and also assist a broad array of new clients across the state by providing high-quality and cost-effective legal services. Fancher Legal, PLLC is a Woman-Owned Business Enterprise that prides itself on providing clients with the utmost level of professionalism and ingenuity.

II. BRIEF BIOGRAPHIES OF FIRM PERSONNEL



KRISTEN O. FANCHER — OWNER/ATTORNEY

Kristen O. Fancher has extensive experience in representing clients on water-related matters across the State of Texas. She has significant experience with virtually all types of matters that special purpose water districts encounter, including general compliance with the laws governing districts as well as water supply contracting and resource planning. Kristen represents a diverse array of clients on water issues—from water districts to landowners and private companies—and therefore has a broad perspective that benefits her clients. Kristen's North Texas, and specifically, Texoma, roots allow her to bring a specific, localized level of knowledge to her representation of clients located in the North Texas region.

Kristen is an Honors Program graduate of Texas Christian University, and a graduate of Texas Tech University School of Law, where she received the Buck J. Wynne Memorial Scholarship awarded by the Environmental and Natural Resources Law Section of the State Bar of Texas for excellence in environmental law. She is a frequent speaker on water issues at conferences and meetings across the state. Kristen's role in the representation would be to oversee all matters, and to ensure that the District receives cost-effective and efficient representation.



ERIN D. ZOCH — PARALEGAL

Erin D. Zoch has nine (9) years of experience in providing water and environmental services to clients. Erin has significant experience with all aspects of water district management. Erin currently serves as the Executive Director of the Capital Area Suburban Exchange (CASE) organization, a non-profit educational, networking, and support organization for the directors, consultants, and service professionals of utility and special purpose water districts located in the Central Texas region. CASE currently has approximately 25 district members and more than 40 consultant members. She is a graduate of the University of Texas (BA in Government with High Honors) and has her Masters in Legal Studies from Texas State University. Erin is based in Austin, Texas, and provides the firm with the unique ability to serve nearby clients in the North Texas area, but with all the benefits of having a firm representative in Austin. She handles matters as necessary in the Austin area in a cost-effective manner, including making filings and performing research at state agency headquarters in Austin. Erin's role in the representation would be to assist Kristen Fancher in a supporting role as necessary to ensure the delivery of cost-effective representation.

III. RELEVANT EXPERIENCE & REFERENCES

A summary of the firm's applicable areas of expertise is provided as follows:

Representation of Water Districts

- Serve as general counsel or special counsel to many water districts across Texas.
- Drafting and negotiating wholesale water supply contracts.
- Water supply planning.
- Daily operations and board governance.
- Revision and enforcement of water rate tariffs and rules.
- All aspects of water utility matters.
- Compliance with laws governing special purpose water districts.
- Leasing and other transactional matters
- Dual officeholding issues.
- Election matters and director appointment matters.
- Public Information Act and Texas Open Meetings Act compliance.
- Representation before the Texas Legislature as necessary.
- Clean Water Act compliance.
- Federal and state permitting matters.
- Prepare responses to public and agency comments.
- Representation before the Texas Commission on Environmental Quality, Railroad Commission of Texas (disposal and injection matters), Texas Water Development Board, Public Utility Commission of Texas and other state agencies.
- Litigation, both as lead and supporting counsel.
- Administrative hearings.
- Telecommunications leasing on water towers and other government-owned structures.
- Endangered species matters.

REFERENCES

The following is a partial list of references that can attest to Kristen Fancher's knowledge, quality of work, timeliness, diligence, and flexibility:

1. Mr. Drew Satterwhite, P.E.
General Manager, Greater Texoma Utility Authority
General Manager, North Texas GCD and Red River GCD
5100 Airport Dr.
Denison, Texas 75020
Phone: (903) 786-4433
2. Mr. David Wasson
General Manager, Benbrook Water Authority
1121 Mercedes St.
Benbrook, Texas 76126
Phone: (817) 249-1250
3. Mr. Eddy Daniel, P.E.
Daniel & Brown, Inc. Engineers
118 McKinney St.
Farmersville, Texas
(972) 784-7777
4. Mr. Harvey Gray
Board President, Pecos County Water Control and Improvement District No. 1
4375 North FM 1053
Fort Stockton, Texas 79735
Phone: (432) 664-0894
5. Mr. Adam Nietzsche
Vice President of Operations
Pumpco, Inc.
1209 S. Main St.
Giddings, Texas 78942
(979) 542-8156
6. Professor Walt Shelton
Adjunct Professor of Water Law
Baylor University School of Law
1114 South University Law Center
One Bear Place #97288
Waco, Texas 76798
(254) 710-6009
*Knowledge related to Kristen Fancher's professional affiliations

IV. RESUMES AND REFERENCES

KRISTEN O. FANCHER



6136 FRISCO SQUARE BLVD., SUITE 400
FRISCO, TX 75034 | PHONE: (469) 925-0022
FAX: (469) 547-0684 | Email: kf@fancherlegal.com

Kristen Fancher advises clients across Texas on water, environmental, regulatory and administrative law issues. Kristen represents a wide array of governmental entities, corporations, and landowners on water resource and supply planning, water utility service, due diligence, water and environmental permitting, litigation, transactional, enforcement, and board governance matters.

Kristen served as a judicial intern for The Honorable Robert A. Junell with the U.S. District Court for the Western District of Texas. She currently serves as the Chair of the Environmental and Natural Resources Law Section of the State Bar of Texas State Agency Internship Committee, which is charged with placing law school students in internships with the state agencies that focus on environmental law.

Kristen has had both mid-size (30-40 attorneys) and small firm experience prior to starting her own practice in 2016. Her prior firm experience includes providing water law expertise in a boutique environmental law firm, as a partner in a water law and legislative-oriented practice, and in a prominent Austin real estate law firm, where she provided water-related counsel on a number of real estate transactions.

Education

- Texas Christian University, B.S., Political Science
 - Honors Program
 - TCU Scholar
- Texas Tech School of Law, J.D.
 - Buck J. Wynne Memorial Scholarship award recipient for excellence in environmental law

Professional Affiliations

- State Bar of Texas, Environmental and Natural Resources Law and Administrative Law Sections
 - Chair, Environmental and Natural Resources Law Section State Agency Internship Program
 - Co-Chair, Environmental and Natural Resources Law Section Law School Programs Committee
- Texas Water Conservation Association
- Texas Alliance of Groundwater Districts

Bars and Courts

- State Bar of Texas

Representative Experience

- Represents private and public clients on complex water rights transactions.
- Special counsel to local governments on regional water supply projects.
- Assists clients with regulatory compliance and environmental permitting matters.
- Represents clients on water utility service issues.
- Develops legal strategies for water reclamation and desalination clients.
- Represents a number of water-related special purpose districts.
- Represents governmental entities on board governance and appointment issues.
- Represents clients before the Texas Commission on Environmental Quality, Public Utility Commission, and the Railroad Commission of Texas on permitting, rulemaking, enforcement actions and stakeholder workgroups.
- Represents governmental entities on water tower leases with telecommunications companies.
- Assists clients with all aspects of Texas Open Meetings Act, Public Information Act, and dual office holding compliance.
- Assists Texas-based clients with federal compliance matters.
- Develops legal strategies for inclusion in the state water planning process for funding and compliance purposes.

Publications and Presentations

- “Water Utility Matters,” HalfMoon Water Law Conference, Arlington, Texas, *scheduled for November 2018*.
- “Groundwater Transactions,” Texas Groundwater Summit, San Antonio, Texas, *scheduled for late August 2018*.
- “Legal Update,” Quarterly Meeting, Texas Alliance of Groundwater Districts, Austin, Texas, May 2018.
- “Case Law Update,” District Board Member Leadership Training, Salado, Texas, November 2017.
- “Environmental and Water Law Career Panel,” Environmental and Natural Resources Law Section of the State Bar of Texas, Texas Tech University School of Law, Lubbock, Texas, November 2017.
- “Case Law Update,” Texas Groundwater Summit, San Marcos, Texas, August 2017.
- “Environmental and Water Law Issues – Federal and State,” Environmental and Natural Resources Law Section of the State Bar of Texas, Baylor University School of Law, Waco, Texas, February 2017.
- “Disclosure Requirements for Contracting with Governmental Entities,” Texas Alliance of Groundwater Districts Summer Meeting, May 2016.
- “Update on DFC Planning Process and Joint Planning,” Texas Groundwater Summit, San Marcos, Texas, August 2014.
- “Emerging Trends in Groundwater Management,” 15th Annual Changing Face of Water of Water Rights Conference, San Antonio, Texas, February 2014.
- “DFC Process and Explanatory Report,” Texas Alliance of Groundwater Districts Spring Meeting, Austin, Texas, February 2014.
- “Legislative Update – Water Law,” State Bar of Texas CLE Webcast, Austin, Texas, August 2013.

Publications and Presentations (Continued)

- “Water Issues Across Texas,” 12th Annual Bell County Water Symposium, Belton, Texas, November 2012.
- “Texas Water Development Board Chapter 356 Rulemaking Update,” Texas Alliance of Groundwater Districts Fall Meeting, Conroe, Texas, October 2012.
- “The New Landscape of Rainwater Harvesting,” Texas City Attorneys Association Summer Conference, South Padre, Texas, June 2012.
- “What You Should Know About Being A Director: Open Government; Conflicts/Ethics; Dual Office Holding,” Board Member Education Seminar, Ft. Worth, Texas, November 2011.
- “Legislative Update,” 11th Annual Bell County Water Symposium, Belton, Texas, November 2011.
- “Overview of Surface Water and Groundwater Rights and Supplies,” Lorman Water Rights Sales and Transfers Seminar, Ft. Worth, Texas, August 2011.
- “Water Utility Regulation,” Texas Water Laws and Regulations, HalfMoon Seminar, San Antonio, Texas, May 2011.
- “Groundwater 101,” 12th Annual Changing Face of Water Rights Conference, San Antonio, Texas, February 2011.
- “Water Rights 101,” Republican Women of Cooke County, Gainesville, Texas, January 2011.
- “Legislative Update,” 9th Annual North Texas Chapter of Texas AWWA Drinking Water Seminar, October 2010.

ERIN D. ZOCH



MAILING ADDRESS: 6136 FRISCO SQUARE BLVD., SUITE 400
FRISCO, TX 75034 | CELL: (830) 481-7457
FAX: (469) 547-0684 | Email: ez@fancherlegal.com

Erin D. Zoch has significant experience in the water industry, and has worked with a number of special purpose water districts for a number of years. Erin currently serves as Executive Director of the Capital Area Suburban Exchange (CASE), a non-profit educational, networking, and support organization for the directors, consultants, and service professionals of utility and special districts located within Central Texas. CASE currently has approximately 25 district members and more than 40 consultant members. Erin provides exceptional paralegal services to clients through her detail-oriented and professional approach to all matters.

Education

- BA in Government with High Honors, The University of Texas at Austin
- MA in Legal Studies, Texas State University

V. CONFLICTS OF INTEREST

- A. Statement of Independence.** The firm is independent of the District and its Board of Directors, as is defined by the U.S. General Accounting Office's Government Auditing Standards (1988).
- B. Conflicts.** The firm has no existing clients or engagements that present a conflict of interest with representation of the District and its Board of Directors. The firm's size is well-suited to avoid any future matters that would conflict with representation of the District.

VI. HB 1295 COMPLIANCE

Included on the following page is the signed form in compliance with HB 1295.

CERTIFICATE OF INTERESTED PARTIES

FORM 1295

1 of 1

Complete Nos. 1 - 4 and 6 if there are interested parties.
Complete Nos. 1, 2, 3, 5, and 6 if there are no interested parties.

OFFICE USE ONLY CERTIFICATION OF FILING

1 Name of business entity filing form, and the city, state and country of the business entity's place of business.

Fancher Legal, PLLC
Frisco, TX United States

Certificate Number:
2018-388335

Date Filed:
08/05/2018

Date Acknowledged:

2 Name of governmental entity or state agency that is a party to the contract for which the form is being filed.

Riverbend Water Resources District

3 Provide the identification number used by the governmental entity or state agency to track or identify the contract, and provide a description of the services, goods, or other property to be provided under the contract.

RWRD RFQ
legal services

4	Name of Interested Party	City, State, Country (place of business)	Nature of interest (check applicable)	
			Controlling	Intermediary
	Fancher, Kristen	Frisco, TX United States	X	

5 Check only if there is NO Interested Party.

☐

6 UNSWORN DECLARATION

My name is Kristen O. Fancher, and my date of birth is 11-20-82.

My address is 16131/2 Frisco Sq. Bldg., Ste 400 Frisco TX 75034 USA.
(street) (city) (state) (zip code) (country)

I declare under penalty of perjury that the foregoing is true and correct.

Executed in Collin County, State of Texas, on the 5 day of August, 2018.
(month) (year)

Kristen Fancher

Signature of authorized agent of contracting business entity
(Declarant)

VII. SCHEDULE OF RATES

The hourly rates for the personnel listed herein are as follows:

1. Kristen Fancher, Attorney - \$280.00/hr
2. Erin Zoch, Paralegal - \$175.00/hr

The rates above represent the reduced hourly rates that have been specifically developed for governmental entity clients like the District. The firm's size and expertise allow for reduced rates that foster long-term relationships with clients. The firm does not require an upfront retainer or monthly retainer, and would generally use the reduced hourly rates listed above for all District matters, unless another arrangement (e.g., a specific rate for traveling to meetings) is preferred by the District.

The firm's billing practices with respect to most internal office expenses are different from many law firms and hopefully will be viewed favorably by the District. We do not charge for in-house facsimile, long distance, in-house copies, secretarial overtime, computerized legal research (Westlaw or Lexis) or other similar overhead items. It is our belief that the hourly rates should include and cover these types of expenses. Certain charges incurred from outside vendors, such as, by way of example, consultants, outside copy services for large copy jobs, overnight delivery charges, mailing, court costs, filing fees, and travel costs, would be passed through in the firm's invoices upon advance approval from the District.

VIII. CONCLUSION

Fancher Legal, PLLC would be privileged to represent the District. If there are any questions about this response, please contact Kristen Fancher at the contact information provided herein. We thank the District for its time and consideration of this response, and look forward to the opportunity of representing the District.



919 Congress Ave.
Suite 1305
Austin, TX 78701

ANDREW S. "DREW" MILLER
drew.miller@kempsmith.com
512.226.0002

August 6, 2018

VIA FEDEX

RIVERBEND WATER RESOURCES DISTRICT

Attention: Elizabeth Fazio Hale

Executive Director/CEO

Riverbend Water Resources District

228 A Texas Avenue

New Boston, TX 75570

Re: Response of Kemp Smith LLP to Riverbend Water Resources District's Request
for Qualifications for Legal Services Specific to Water Law (July 5, 2018)

Dear Ms. Hale:

Enclosed please find an original plus nine copies of the Response of Kemp Smith LLP to the Riverbend Water Resources District's Request for Qualifications for Legal Services Specific to Water Law (Issue date; July 5, 2018). Also included is one .pdf version of our response on a flash drive.

Kemp Smith is pleased to be able to submit this response and we thank you in advance for your consideration. Please let me know if you have any questions.

Sincerely,

KEMP SMITH LLP

By:

Andrew S. "Drew" Miller

Enclosures

**RESPONSE TO THE
RIVERBEND WATER RESOURCES DISTRICT'S
REQUEST FOR QUALIFICATIONS
FOR LEGAL SERVICES SPECIFIC TO WATER LAW AT THE
LOCAL, STATE (TEXAS), AND FEDERAL LEVELS
(ISSUE DATE JULY 5, 2018)**

(STATEMENT OF QUALIFICATIONS)

BY
KEMP SMITH LLP

919 Congress Avenue, Suite 1305
Austin, Texas 78701

Point of Contact/Lead Attorney

Drew Miller

512-320-5466

drew.miller@kempsmith.com

August 6, 2018



Introduction

The Riverbend Water Resources District (“Riverbend”) has issued a Request for Qualifications (“RFQ”) (issue date July 5, 2018) soliciting responses from law firms for the purpose of providing legal services specific to water law at the local, state (Texas) and federal levels. This document serves as the response of Kemp Smith LLP (“Kemp Smith”) to that RFQ.

Section 1 - General Information and Statement of Interest

Kemp Smith

Founded over 150 years ago, Kemp Smith is the second oldest law firm in Texas. The firm serves a full range of public and private sector clients. With offices in Austin and El Paso, Texas, and Las Cruces, New Mexico, the depth of our experience and knowledge is well-established. For more information on Kemp Smith generally, we invite you to visit our website at www.kempsmith.com.

Public & Environmental Law Department

Kemp Smith’s Austin office is home to the firm’s Public & Environmental Law Department. Collectively, the lawyers in our department have several decades of experience in water, environmental, and regulatory law. We have built a strong reputation representing governmental entities including water districts, in a broad variety of matters, including water and environmental law, litigation, government contracting and procurement, and real estate transactions.

Through our Public & Environmental Department, the firm is an active member of Texas Water Conservation Association (“TWCA”) and the Texas Alliance of Groundwater Districts.

Kemp Smith’s Other Departments and Our Team Approach

Kemp Smith includes a business department (whose members include specialists in business transactions and government contracts), a litigation department, and a labor and employment department. Importantly, we employ a team approach, in which lawyers from our various departments work in teams on particular matters, assist one another, and provide support as needed for firm clients. In this manner, we maximize efficiency and bring the highest level of expertise of our various lawyers to bear when and where it is needed.

Primary Contact

Kemp Smith proposes to manage its work for Riverbend out of its Austin (Travis County) office. The primary contact for Riverbend would be Drew Miller and his full contact information is as follows:

Drew Miller
Kemp Smith LLP
919 Congress Avenue, Suite 1305
Austin, Texas 78701
Tel. 512-320-5466
drew.miller@kempsmith.com

Professional Licenses and Certifications

The professional licenses and certifications of each of the Kemp Smith attorneys whom we propose would participate in providing services to Riverbend are included in the Individual Attorney Profiles that are included with this response at Tab A.

Statement of Interest

Kemp Smith believes that it is highly qualified, capable and has all necessary skills to provide legal services to Riverbend in all of the areas identified in the RFQ, and that it has the moral and business integrity and reliability that will assure good faith performance as required by the specifications set forth in the RFQ. Kemp Smith is pleased to be considered to represent Riverbend and would be honored to be selected.

Section 2 – Short Biographies and Photographs of Individual Team Members

Included with this response at Tab A are the Individual Attorney Profiles (including a short biography and photograph) for the following Kemp Smith attorneys whom we would expect would participate in the delivery of legal services to Riverbend:

Drew Miller
Mark Hedrick
Darcy Frownfelter
Mark Osborn
Deborah Trejo
Eddie Moreno

Section 3 – Description of Relevant Experience

Kemp Smith's Experience as General Counsel

Kemp Smith has served as general counsel to numerous water districts created under Section 59, Article XVI of the Texas Constitution throughout Texas. We *currently* serve as general counsel to the following districts:

- Brewster County Groundwater Conservation District

- Edwards Aquifer Authority
- El Paso County Tornillo Water Improvement District
- El Paso County Water Control and Improvement District No. 4
- Fort Hancock Water Control and Improvement District
- Hemphill County Underground Water Conservation District
- Medina County Groundwater Conservation District
- Southern Trinity Groundwater Conservation District

As general counsel, we provide general legal services and we meet *all* of the legal needs of these clients including in the areas of water law, groundwater management and regulation, contracting and procurement, rulemaking, permitting, litigation, utility law, enforcement, state and federal funding, labor and employment, elections, open meetings, public information, legislative advocacy, and real estate. We work closely with the General Managers/CEOs (and other top management) of these entities in order to deliver these services.

Kemp Smith's Experience as Special Counsel

Kemp Smith is also frequently retained by governmental entities, including water districts and other conservation and reclamation districts created under Section 59, Article XVI of the Texas Constitution, as special counsel for particular projects, often focusing on water and environmental law, and mineral rights. Current and recent clients that have engaged us in such a capacity include:

- Bandera County River Authority and Groundwater District
- Central Harris County Regional Water Authority
- City of Austin
- City of Fort Stockton
- El Paso Water Utilities Public Service Board
- Hudspeth County Conservation & Reclamation District No. 1
- Harris Galveston Subsidence District
- Mesa Underground Water Conservation District
- North Fort Bend Regional Water Authority
- North Harris County Regional Water Authority
- Montgomery County
- North Plains Groundwater Conservation District
- Pecos County Water Control & Improvement District No. 1
- San Jacinto River Authority
- Texas A&M University System
- Texas Attorney General's Office
- Texas General Land Office
- West Harris County Regional Water Authority
- Upton County Water District

Matters for these clients have included contract negotiation and implementation; litigation involving groundwater management and regulation, regulatory takings, hazardous waste

remediation, and mineral rights; rulemakings; contested case hearings before groundwater districts, and matters before TCEQ and other state agencies. Such “project based” relationships with many of these clients repeat and are ongoing.

We generally work with the General Manager, General Counsel/chief legal officer, or Chief Executive of these entities on these projects. We sometimes work for such clients in coordination with or under the direction of an outside General Counsel and/or local attorney, providing specialized advice and expertise. We are flexible and enjoy collaborating with other attorneys to assist our clients in the most efficient way possible.

Experience of Particular Kemp Smith Attorneys

Drew Miller

Drew is a partner and the Chair of the firm’s Public and Environmental Law Department. While at Kemp Smith, Drew has served as counsel to water districts, and has provided advice and representation to other governmental entities including municipalities, municipally-owned water utilities, regional water authorities, and counties. He represents private and public entities across Texas in the areas of water, environmental and administrative law, often in matters involving water rights, groundwater regulation, and environmental permitting and enforcement. Drew’s areas of specialty also include compliance with Texas’ open government laws; he regularly counsels his governmental entity clients in connection with the Texas Open Meetings Act and the Texas Public Information Act. He has written articles and made presentations on groundwater regulation and regulatory takings.

Prior to joining Kemp Smith, Drew served more than five years as an Assistant Attorney General for the State of Texas, representing numerous state agencies (both as plaintiff and defendant) in litigation in state and federal courts. Drew earned his Juris Doctorate with High Honors from George Washington University Law School and a Bachelor of Science Degree in Biological Science from Cornell University.

In his almost 30-year career in water and environmental law, Drew has worked with a broad array of federal and state water and environmental laws including: the federal Clean Water Act (CWA); Endangered Species Act (ESA); National Environmental Policy Act (NEPA), Resource Conservation and Recovery Act (RCRA), Comprehensive Environmental Response, Compensation and Liability Act (CERCLA); Reclamation Act; Red River Compact; Rio Grande Compact; Chapters 5, 7, 11, 12, 13, 26, 27, 36, 49 & 51, Texas Water Code; and Chapters 341 & 361, Texas Health & Safety Code.

Drew currently serves as general counsel for several water-related governmental entities including the Hemphill County Underground Water Conservation District and El Paso County Water Control & Improvement District No. 4. He also serves as special counsel for several governmental entities in water and environmental law matters.

Drew has worked on surface water and groundwater permitting matters. He has worked on water and water rights transactions of all types including those involving:

- several major acquisitions by a large municipally-owned water utility of tens of thousands of acres of land including water rights for long-term regional water supply;
- a surface water supply and purchase agreement between the operator of a reservoir/water rights holder and a water marketer;
- contracts of sale of groundwater and groundwater rights in eighteen counties along with associated deeds, land entry permits and surface use restriction agreements;
- a groundwater lease and surface use agreement between a major university system and a municipality for supplemental long-term municipal water supply;
- a groundwater rights lease agreement between a landowner and a water marketer; and
- an agreement between two municipalities for conducting a pre-well study, test well, and post-well study

Drew has also drafted and reviewed, numerous and various contracts for his water district clients. He has also advised and represented clients regarding the interstate transport of water. Drew represents water district clients in obtaining federal (USDA) funding for new infrastructure and water supply, and in connection with all necessary documentation and contracts related to such funding.

Drew has had many years of experience in water rights and environmental litigation. He has served as lead counsel for the EAA in several matters including (but not limited to):

- *Edwards Aquifer Authority v. Day*, 369 S.W.3d 814 (Tex. 2012)
- *Edwards Aquifer Authority v. Chemical Lime, Ltd.*, 291 S.W.3d 392 (Tex. 2009)
- *In re Edwards Aquifer Authority*, 217 S.W.3d 581 (Tex. App.–San Antonio 2006, no pet.)
- *Edwards Aquifer Authority v. Peavy Ranch*, 199 S.W.3d 312 (Tex. App.–San Antonio 2006, no pet.)
- *Bragg v. Edwards Aquifer Authority*, 71 S.W.3d 729 (Tex. 2002).

Drew also served as lead counsel for Pecos County and the Brewster County Groundwater Conservation District in a contested case hearing before the Middle Pecos Groundwater Conservation District on the application of Fort Stockton Holdings LP for a groundwater production permit and transport authorization, and as lead counsel for those parties (as well as City

of Fort Stockton and Pecos County Water Conservation and Reclamation District No. 1) in the resulting litigation in state district court and the El Paso Court of Appeals.

Drew currently represents Montgomery County and City of Conroe in major environmental litigation – *i.e.*, a challenge to an order of the Texas Commission on Environmental Quality (“TCEQ”) issuing four underground injection control permits allowing the commercial disposal of industrial waste. Drew has also represented the City of Austin in a major environmental case against a chemical manufacturer for the recovery of costs for the investigation and remediation of hazardous waste under the Texas Solid Waste Disposal Act.

Drew currently represents a conservation and reclamation district as an amicus party in *Texas v. New Mexico*, an original jurisdiction case currently before the United States Supreme Court regarding the failure of New Mexico to comply with the Rio Grande Compact. Drew’s client holds Warren Act contracts with the United States for Rio Grande Project water and it was on that basis that the district argued that its ability to divert and use such water is being harmed by the actions of New Mexico in violation of the Compact. Drew also represented the Texas Water Conservation Association as an amicus party before the United States Supreme Court in *Tarrant Regional Water District v. Herrmann*, 569 U.S. 614 (2013), in which Tarrant Regional (and other Texas entities) had alleged that Oklahoma violated the Red River Compact and the U.S. Constitution by preventing out of state entities from diverting water in Oklahoma.

Drew represented his long-standing client, the Hemphill County Underground Water Conservation District, in connection with a several years’ conflict over groundwater planning, including by defending against a petition challenging the reasonableness of Desired Future Conditions adopted by the Joint Planning Committee for Groundwater Management Area 1, and another petition filed before TCEQ. He also represented the North Plains Groundwater Conservation District in a lawsuit challenging its management approach.

Drew has attended and provided comment and testimony at State legislative and agency hearings and proceedings, and has worked on providing comments in rulemakings before federal agencies.

A copy of Drew Miller’s full resume is included at Tab B.

Mark Hedrick

Mark Hedrick is a partner in the firm’s Business Department. He has more than 35 years’ experience in drafting and negotiating all types and forms of contracts. Mark has served and continues to serve as lead transactional attorney for a large municipally-owned water utility with respect to its acquisitions of tens of thousands of acres of land including water rights to be used for long-term regional water supply. He has also handled numerous other real estate transactions including contracts of sale for that same municipally-owned water utility. He has also worked on numerous other water and water rights transactions including for wholesale water supply. He regularly advises our water district clients with respect to contracts of various types.

Darcy Frownfelter

Darcy Frownfelter has had extensive experience negotiating and implementing numerous federal contracts with respect to water and environmental law. Darcy has served as General Counsel for the Edwards Aquifer Authority since 1997. In that role, he has worked on the negotiation and implementation of contracts for: biological monitoring; habitat conservation plan development; inter-agency funding; program facilitation; ecological model development; irrigation drought forbearance; applied research; applied research facility construction; refugia research; refugia operation, management, and construction; and conservation – all related to drought management and the federal Endangered Species Act. Darcy has also served as general counsel for several water districts in West Texas, and in that role worked on the negotiation and implementation of contracts related to the federal funding of water supply and infrastructure projects.

Mark Osborn

Mark Osborn is a partner and department chair of Kemp Smith's Trial Department. He has over 30 years of experience representing clients in lawsuits and appeals in state and federal courts. A substantial portion of his practice is in the areas of finance, real estate, contract, class action, environmental, trademark, copyright, trade secret, and unfair competition litigation, and trademark and copyright registration. Mark has also represented numerous governmental entities including municipalities and water authorities in litigation in state and federal courts and on subject matters that include water law and permitting, regulatory takings, and civil rights. He has also represented water districts in contested case hearings and in water permitting matters.

Deborah Trejo

Deborah has had extensive experience representing water districts as their General Counsel and as lead attorney on numerous litigation matters. She currently serves as General Counsel for the Southern Trinity and Brewster County groundwater conservation districts. She has guided her water district clients through rulemakings and enforcement, open government, contracting, litigation, constitutional one-person/one-vote, and elections issues. She represents the Edwards Aquifer Authority in many cases including *Edwards Aquifer v. Bragg*, 421 S.W.3d 118 (Tex. App.–San Antonio 2013, pet. denied) and *League of United Latin American Citizens (LULAC) v. Edwards Aquifer Authority*, __ F. Supp. 2d __, 2018 WL 3046699, Civ. No. SA-12-CA-620-OG (W.D. Tex., Jun. 18, 2018). She has also worked on surface water and groundwater permitting matters.

Deborah has also represented the Texas General Land Office in litigation against the United States over the location of the boundary between Texas and Oklahoma within the banks of the Red River.

J. Edward “Eddie” Moreno

As an associate in the firm’s Corporate and Business Department, Eddie’s practice primarily consists of real estate transactions, entity formation and reorganization, and mergers and acquisitions. Eddie has worked on transactions across many industries, ranging from tens of millions to billions of dollars. Eddie also represents clients, both plaintiffs and defendants, in real property litigation.

Eddie was part of the team that recently represented a client in the acquisition and subsequent sale of several thousand acres of real property along the U.S./Mexico border. He worked with the prior owners and state agencies to facilitate the transfer of water rights. Eddie also represents water districts in Texas in connection with the review and negotiation of various agreements and on board governance issues.

Section 4 – Resume and References

The Individual Attorney Profiles included at Tab A are intended to serve as an abbreviated resume for each Kemp Smith attorney that we expect would provide services to Riverbend. These Individual Attorney Profiles include professional licenses and certificates for each attorney. The specific qualifications and experience of each of the Kemp Smith attorneys that we expect would provide services to Riverbend are set forth in Section 3 above.

References for each of the attorneys that we expect would provide services to Riverbend are listed below.

Drew Miller

Name of Entity: El Paso Water
Contact: Lee Ann Koehler, General Counsel
Phone Number: (915) 594-5607

Name of Entity: Hemphill County Groundwater Conservation District
Contact: Janet Guthrie, General Manager
Phone Number: (806) 323-8350

Name of Entity: Pecos County
Contact: Joe Shuster, County Judge
Phone Number: (432) 336-2792

Mark Hedrick

Name of Entity: El Paso Water
Contact: Cynthia Osborn, Real Estate Manager
Phone Number: (915) 594-5636

Name of Entity: Edwards Aquifer Authority
Contact: Brock Curry, Deputy General Manager
Phone Number: (210) 222-2204

Name of Entity: Bowen Industrial Contractors, Inc.
Contact: Jodie Bowen-Newby
Phone Number: 915-539-4577

Darcy Frownfelter

Name of Entity: Edwards Aquifer Authority
Contact: Roland Rios
Phone Number: (210) 222-2204

Name of Entity: Edwards Aquifer Authority
Contact: Luana Buckner, Chairman, Board of Directors
Phone Number: (210) 222-2204

Name of Entity: Guadalupe-Blanco River Authority
Contact: Nathan Pence, Executive Manager of Environmental Science and Community Affairs
Phone Number: (830) 379-5822

Mark Osborn

Name of Entity: Edwards Aquifer Authority
Contact: Roland Rios, General Manager
Phone Number: (210) 222-2204

Name of Entity: City of El Paso
Contact: Lupe Martinez: Interim Trial Section Supervisor
Phone Number: (915) 212-1102

Name of Entity: Bandera County Groundwater River Authority and Conservation District
Contact: Dave Mauk, General Manager
Phone Number: (830) 796-7260

Deborah Trejo

Name of Entity: Southern Trinity Groundwater Conservation District
Contact: Scooter Radcliffe, General Manager
Phone Number: (254) 759-5610

Name of Entity: Brewster County Groundwater Conservation District
Contact: Summer Webb, General Manager
Phone Number: 432-386-3437

Name of Entity: Edwards Aquifer Authority
Contact: Roland Rios
Phone Number: (210) 222-2204

Eddie Moreno - References

Name of Entity: Dona Ana Title Co.
Contact: Shawna C. Haynes Blount, Owner
Phone Number: 575-521-5800

Name of Entity: Sharbro Energy
Contact: Roberto Roybal, Vice President & Chief Financial Officer
Phone Number: 575-736-6613

Name of Entity: Tornillo Water Improvement District
Contact: Francelia Vega, Director
Phone Number: 915-764-2966

Section 5 – Potential Legal Conflicts

Kemp Smith has no conflicts of interest or identifiable potential conflicts of interest in providing the services described in the RFQ or in this response. Kemp Smith is independent of Riverbend as defined by the U.S. General Accounting Offices Governmental Auditing Standards (1988). Kemp Smith is aware of no engagements within the last three years (or otherwise) that might present a conflict of interest with the District.

Section 6 – Signed HB 1295 Disclosure Form

A completed and signed HB 1295 form is included with this response at Tab C.¹

¹ Although in the past, the 1295 form provided a place for it to be notarized, the current form does not and now refers to the section to be signed as an “unsworn declaration.”

Section 7 – Schedule of Hourly Billable Rates for Services

A schedule of the hourly billable rates for legal services for the lawyers that we expect would provide services to Riverbend is set forth below:

Attorney	Hourly Rate (all services)
Drew Miller	\$300
Mark Hedrick	\$300
Darcy Frownfelter	\$340
Mark Osborn	\$325
Deborah Trejo	\$270
Eddie Moreno	\$190



Andrew S. "Drew" Miller

drew.miller@kempsmith.com
919 Congress Ave., Suite 1305, Austin, TX 78701

Phone: 512.320.5466
Fax: 512.320.5431

PRACTICE AREAS

Appellate
Environmental
Government Relations
Public Law
Water Law and Utilities

EDUCATION

George Washington University
School of Law, J.D., *high honors*,
1989

Cornell University, B.S., Biological
Science, 1984

BAR & COURT ADMISSIONS

Texas, 1993

U.S. Supreme Court

U. S. Courts of Appeals for the
following circuits: 5th Circuit; and
10th Circuit

U.S. District Court, Western District of
Texas

U.S. District Court, Northern District
of Texas

Drew Miller is a partner in the firm's Austin office where he practices environmental, water and general regulatory law, and serves as Chairman of the firm's Public and Environmental Law Department. He regularly represents industrial and commercial entities, political subdivisions, and individuals including landowners in litigation, compliance, enforcement, permitting, and due diligence matters. He has particular experience in litigation involving groundwater management, contaminated property and environmental permitting. He has also guided clients through Texas' Brownfields redevelopment programs.

PROFESSIONAL AFFILIATIONS

American Bar Association Section of Environment, Energy and
Resources

American Bar Association
Austin Bar Association
State Bar of Texas - Environmental and Natural Resources Law
Section
State Bar of Texas

CERTIFICATIONS

Board Certified, Administrative Law - Texas Board of Legal
Specialization

PROFESSIONAL & CIVIC INVOLVEMENT

Mr. Miller is the author of Chapter 11 (Texas Superfund) of the two-volume treatise on Texas Environmental Law published by Thomson Reuters. He is a regular contributor to the Year in Review publication of the American Bar Association Section on Environment, Energy & Resources on the subject of water law in Texas. Mr. Miller serves on the Advisory Board of Bloomberg BNA Water Law & Policy Monitor published by Bloomberg BNA. He is on the planning committee for the annual Water Law Conference of the American Bar Association Section on Environment, Energy & Resources.



Mark Hedrick

mark.hedrick@kempsmith.com
221 N. Kansas, Suite 1700, El Paso, TX 79901

Phone: 915.533.4424
Fax: 915.546.5360

PRACTICE AREAS

Corporate and Business

Real Estate

EDUCATION

University of Texas School of Law,
J.D., 1979

Southwestern University, B.A., *cum
laude*, 1973

BAR & COURT ADMISSIONS

Texas, 1979

U.S. District Court, Western District of
Texas

Mark Hedrick has practiced law in El Paso since 1979 and is a partner in the firm's Business Department. Mr. Hedrick represents a variety of businesses and individuals, and works primarily in the areas of business transactions, business sales, business entity formation and reorganization, real estate transactions, contracts, estate and business planning, and estate administration.

PROFESSIONAL AFFILIATIONS

State Bar of Texas District 17 Grievance Committee, Chair 2010,
2005-2011

El Paso Probate Bar Association

(Director 1999-2002, Vice President 2003-2004, President
2005-2006)

El Paso Bar Association

(Member President's Task Force on Lawyer Mental Health Issues
2006-2007)

State Bar of Texas

PROFESSIONAL & CIVIC INVOLVEMENT

Mr. Hedrick is a member of the State Bar of Texas Business Law Section, and the Real Estate, Probate and Trust Law Section. He formerly served on the Continuing Legal Education Committee of the State Bar of Texas, and more recently on the SBOT President's Task Force on Lawyer Mental Health Issues. Locally, he is a member of the El Paso Bar Association, formerly as both a director and as its President, and the El Paso Probate Bar Association. Mr. Hedrick has spoken to numerous professional and lay groups, including the State Bar of Texas, on business, real estate and estate planning topics and is the author of several papers on those subjects. He has served on the board of directors of The Visiting Nurse Association of El Paso, Hospice of El Paso, the Community Advisory Board of the public television station KCOS, as a member of the Advisory Board of the El Paso Museum of Art (2000-2004, Chair 2004; 2008-2010), and on the El Paso Museum of Art Foundation Board.



Darcy Alan Frownfelter

darcy.frownfelter@kempsmith.com
919 Congress Ave., Suite 1305, Austin, TX 78701

Phone: 210.222.2201
Fax: 512.320.5431

PRACTICE AREAS

Environmental
Water Law and Utilities

EDUCATION

University of Texas School of Law,
LL.M., 1989
University of Idaho, J.D., 1979
Texas A&M University, B. Environ.
Design, 1976

BAR & COURT ADMISSIONS

Idaho
Texas
U.S. District Court, District of Idaho
U.S. District Court, Western District of
Texas
U.S. Courts of Appeals, Fifth Circuit;
Ninth Circuit
U.S. Supreme Court

Darcy is a Partner in the firm's Public and Environmental Law Department. Darcy's practice focuses on serving as General Counsel to the Edwards Aquifer Authority in San Antonio, Texas. Included among the areas of Darcy's practice at the EAA are water rights, water districts, environmental law, endangered species, administrative law, public law, permitting, enforcement, and compliance counseling. Prior to his EAA engagement, Darcy maintained a practice that was significantly involved in solid waste management law. Other positions that Darcy has held are Deputy Attorney General to the Idaho Department of Water Resources (Boise), Hearings Examiner for the Texas Water Commission (Austin), and Legal Advisor to the United States Section of the International Boundary and Water Commission (El Paso). Darcy has authored numerous articles in the area of water and environmental law and is a frequent speaker at conferences.

Contact:

c/o Edwards Aquifer Authority
900 E. Quincy Street
San Antonio, TX 78215
Phone: 210-222-2204 Fax: 915-546-5360

- Environmental
- Administrative Law
- Water Law and Utilities
- Water and Wastewater Utilities



PROFESSIONAL AFFILIATIONS

Texas Water Conservation Association, Water Laws Committee

Idaho State Bar

State Bar of Texas



Mark N. Osborn

mark.osborn@kempsmith.com
221 N. Kansas, Suite 1700, El Paso, TX 79901

Phone: 915.533.4424
Fax: 915.546.5360

PRACTICE AREAS

Appellate
Intellectual Property
Trial

EDUCATION

Texas Tech University School of Law,
J.D., *cum laude*, 1984
Rice University, B.S.M.E., 1981

BAR & COURT ADMISSIONS

Texas, 1984
U.S. Court of Appeals, Fifth Circuit
U.S. District Court, Western,
Southern, Eastern and Northern
Districts of Texas

Mark Osborn is a partner and department chair of Kemp Smith's Trial Department. He has over 30 years of experience representing clients in commercial lawsuits and appeals in state and federal courts. A substantial portion of his practice is in the areas of finance, real estate, contract, class action, environmental, trademark, copyright, trade secret, and unfair competition litigation, and trademark and copyright registration. He is a member of the Litigation, Intellectual Property, Antitrust and Business Litigation, and Appellate Sections of the State Bar of Texas and the Litigation and Intellectual Property Sections of American Bar Association. Mr. Osborn has authored articles, lectured and organized continuing legal education programs for the American Bar Association, the State Bar of Texas, and local professional and business groups on litigation in Mexico, legal ethics, using technology in the practice of law, antitrust law, intellectual property law, state and federal debt collection law, litigation involving the FDIC, and pro-bono death penalty representation.

PROFESSIONAL AFFILIATIONS

El Paso Bar Foundation, Fellow
American Bar Foundation, Life Fellow
Texas Bar Foundation, Sustaining Life Fellow
El Paso Bar Association
American Bar Association
State Bar of Texas

PROFESSIONAL & CIVIC INVOLVEMENT

Mr. Osborn is currently serving as Chair of the Texas Supreme Court's Professional Ethics Committee for the State Bar of Texas. Locally he is serving on the Board of the Christian Women's Job Corps. In 2006, Mr. Osborn received the Professionalism Award from the El Paso Bar Association. In 2004, he was chosen as the Outstanding Lawyer of El Paso. In 2009 and 2004, he received Presidential Citations from the State Bar of Texas for providing leadership to the State Bar including with respect to its technology plan and on the development of its website. From 2002-2005, Mr. Osborn served as a Director on the Board of the State Bar of Texas including serving on the Board's Executive Committee and serving as chair of the Board's Technology Oversight Subcommittee. He also served as Chair of the Web Services Committee of the State Bar of Texas from 2005-2008, as a member of the State Bar's Task Force on Insurance Disclosure in 2007-2008, and as Chair of the State Bar's Executive Director Selection Committee in 2008. Mr. Osborn served on the Texas Bar Foundation Board of Trustees from 2008-2011. In 2011 he was appointed to serve on a committee to review and recommend changes to the civil section of the Local Federal Court Rules for the Western District of Texas. Mr. Osborn also served on the El Paso Bar Foundation Board of Trustees. Mr. Osborn has served as president and director of the El Paso Bar Association and the El Paso Young Lawyers Association, and as a director of the Texas Young Lawyers Association and the El Paso Legal Assistance Society. In 1990, he was chosen as the Outstanding Young Lawyer of El Paso. Mr. Osborn is a Deacon and Sunday School teacher at Coronado Baptist Church. A 1981, mechanical engineering graduate of Rice University, he went on to graduate from the Texas Tech University School of Law in 1984, cum laude and Order of the Coif.



Deborah C. Trejo

deborah.trejo@kempsmith.com
919 Congress Ave., Suite 1305, Austin, TX 78701

Phone: 512.320.5466
Fax: 512.320.5431

PRACTICE AREAS

Appellate
Environmental
Government Relations
Public Law
Trial
Water Law and Utilities

EDUCATION

Tulane University Law School, J.D.,
magna cum laude, *Certificate in
Environmental Law*, *Environmental
Law Clinic*, *McCarthy Environmental
Law Award for the Outstanding
Student in Environmental Law*, 1998
Southern Oregon State College,
Teaching Certification, 1993
Reed College, B.A., 1991

Deborah C. Trejo is a partner in the firm's Public and Environmental Law Department focusing on representing governmental entities and private clients in environmental, water and administrative matters. Ms. Trejo specializes in groundwater issues, open government, regulatory takings, endangered species, elections, water quality, and constitutional issues. Ms. Trejo represents clients in administrative proceedings, including contested case hearings, and in trial and appellate proceedings before state and federal courts.

Ms. Trejo has consistently been selected for inclusion by Best Lawyers in America in the area of Administrative/Regulatory and Environmental Law.

Prior to joining Kemp Smith, Ms. Trejo worked on the Texas-Mexico border as an Assistant District Attorney for Cameron County, Texas, where she was involved in extensive litigation in state courts. During law school, Ms. Trejo held clerkships in the law firm of Clifford Chance in London, the Texas Office of the Attorney General in Austin, and El Centro Legal Campesino in New Mexico and served as an attorney in the Tulane Environmental Law Clinic representing clients in state trial and appellate proceedings and before state and federal administrative agencies. She was also part of a special Tulane delegation to Havana where she worked with members

BAR & COURT ADMISSIONS

Texas, 1998

U.S. District Court, Western District of Texas

U.S. Court of Appeals, Fifth Circuit

U.S. District Court, Northern District of Texas

of Cuba's Ministry of Science, Technology, and the Environment to translate Cuba's Law No. 81 on the Environment.

PROFESSIONAL AFFILIATIONS

Austin Bar Foundation Fellow

Texas Water Conservation Association Water Laws Committee

Hispanic Bar Association of Austin

Travis County Women Lawyers Association

American Bar Association - Section of Environment, Energy and Natural Resources

Austin Bar Association

State Bar of Texas - Environmental and Natural Resources Law Section

PROFESSIONAL & CIVIC INVOLVEMENT

Ms. Trejo is the author of several publications and a frequent speaker on environmental and water law, including a chapter on groundwater conservation districts and subsidence districts in the State Bar of Texas' Essentials of Texas Water Resources.

Ms. Trejo is a founder and board member of VCFS Texas, Inc. (22Q Texas) and spearheaded the effort to get the Texas Legislature to pass the first legislation in the world to increase awareness of Velocardiofacial (22q11.2 deletion) syndrome, the second most common genetic abnormality. Ms. Trejo was a member of Leadership Austin's 2008 Essential Class. She serves on the Austin Mayor's Committee for People with Disabilities, the Austin Independent School District's Boundaries and English Language Learners Advisory Committee, on the Campus Advisory Committee of Becker Elementary and is active in the Becker and Fulmore Middle School Parent Teacher Association. She is also a founding board member of Think Bilingual Austin and is a volunteer with the Down Syndrome Association of Central Texas and the Texas Parent to Parent Network. Ms. Trejo was named Co-Chair for the State Bar of Texas' Environmental and Natural Resources Law Section's Changing Face of Water Rights Conference for 2017 and 2018.



J. Edward Moreno

eddie.moreno@kempsmith.com
221 N. Kansas, Suite 1700, El Paso, TX 79901

Phone: 915 533-4424

PRACTICE AREAS

Corporate and Business

EDUCATION

Thurgood Marshall School of Law,
J.D., 2011

University of Texas at El Paso,
B.B.A., 2008

BAR & COURT ADMISSIONS

Texas, 2011

An associate in the firm's Corporate and Business Department, Eddie's practice primarily consists of mergers and acquisitions, real estate transactions, and entity formation and reorganization. Eddie has worked on business transactions across many industries, ranging from tens of millions to billions of dollars. Eddie also represents clients, both plaintiffs and defendants, in real property litigation.

Eddie received his Bachelor of Business Administration from the University of Texas at El Paso and commissioned as an officer in the U.S. Army in 2008.

PROFESSIONAL AFFILIATIONS

El Paso Bar Association

State Bar of Texas

- Business Law Section, Member
- Mergers and Acquisitions Committee, Member

American Bar Association

- Business Law Section, Member

PROFESSIONAL & CIVIC INVOLVEMENT

Humane Society of El Paso, Board of Directors, 2017 - Present

Junior Achievement of El Paso, Executive Board , 2016 - Present

UTEP College of Business Alumni Association, Board of Directors,
2014 - 2017

Andrew S. “Drew” Miller

Kemp Smith, LLP
919 Congress Avenue, Suite 1305
Austin, Texas 78701
Tel. (512) 320-5466; Fax (512) 320-5431
email: drew.miller@kempsmith.com

Legal Employment

Partner and Department Chair (since 2009) - Public & Environmental Law Department

Kemp Smith, LLP - Austin, Texas November 1998 - present
Environmental, water, natural resources, and administrative law practice. Represents industrial and commercial clients, and political subdivisions in litigation, compliance, enforcement, permitting, and environmental due diligence matters. Represents political subdivisions in challenges to governmental actions. Advises and represents private and governmental entities in matters relating to administrative law, water law, environmental permitting, investigation and remediation of property impacted by hazardous substances, and brownfields redevelopment.

Assistant Attorney General, Natural Resources Division

Office of the Attorney General, State of Texas June 1993 - November 1998
All aspects of litigation in administrative law and enforcement matters for state agencies in state and federal courts. Defense of agency action in areas of environmental and utility regulation including environmental permitting and electric, telecommunications and water utility regulation. Representation of the State of Texas before the Federal Communications Commission and the Federal Energy Regulatory Commission. Lead counsel responsibility for a litigation docket of 30-40 cases. Areas of practice include: administrative law; hazardous and solid waste; municipal solid waste; telephone, electric and water utility regulation; drinking water; and fisheries/wildlife. Practice area coordinator for municipal solid waste enforcement cases and enforcement cases representing the Texas Department of Health (April 1995-March 1996).

Associate Attorney - Environmental Law Department

Piper & Marbury - Washington, D.C. September 1989 - May 1993
Environmental practice concentrating in hazardous waste litigation. Various responsibilities in connection with private and government initiated CERCLA and RCRA actions including negotiating consent decrees, trial preparation, discovery, motion practice, trial, and post-trial briefing. Member of the Love Canal litigation team. Compliance counseling on hazardous waste and clean air issues.

Law Clerk

Miller & Chevalier - Washington, D.C. October 1988 - January 1989
Legal research and brief writing in connection with environmental and tax matters.

Piper & Marbury - Washington, D.C. June 1988 - August 1988; January 1989 - June 1989
Legal research and brief writing in connection with environmental, government contracts, and federal election matters.

Galloway & Greenberg - Washington, D.C. September 1987 - May 1988
Assisted attorney on environmental and fisheries cases before federal courts, including challenges to the Commerce Secretary's failure to censure Japan for violations of an international whaling moratorium, NMFS' closure of a commercial fishery, and EPA's failure to regulate toxic air pollutants.

Legal Intern

The Trust for Public Land - New York, N.Y. May 1987 - August 1987
Conducted research and prepared memoranda recommending Trust action. Analyzed property tax exemptions. Researched property ownership and land values in areas targeted for Trust acquisition.

Education

George Washington University - National Law Center

J.D., 1989 (High Honors)
Trustee Scholarship Recipient 1986-1988

Cornell University

B.S., 1984 (major: Biological Science)
Activities/Employment: Lecture Programming Chairperson; Resident Advisor
Honors: Distinguished Service Award; Outstanding Service Award.

Bar/Court Admission

Texas (1993); District of Columbia (1991); Maryland (1989)

Courts admitted to practice before include: the Supreme Court of the United States; the Supreme Court of Texas; the United States Court of Appeals, District of Columbia Circuit; the United States Court of Appeals, Fifth Circuit; the United States Court of Appeals, Tenth Circuit; the United States District Court for the Western District of Texas; the United States District Court for the District of Maryland; the Court of Appeals of Maryland; the District of Columbia Court of Appeals.

Certification and other Training

Board Certified in Administrative Law

Texas Board of Legal Certification

The Eli Broad Graduate School of Management, Michigan State University

Annual Regulatory Studies Program - National Association of Regulatory Utility Commissioners, Institute of Public Utilities (July 28 - August 9, 1996)

Community Involvement, Honors, Bar Offices and Activities

National Water Law Forum

- Founding Organizer (2015-current)

Cambridge Water Law Forum

- Planning Committee (2014)

American Bar Association/Section on Environment, Energy & Resources

- Water Law Conference Planning Committee (2014-15)

Texas Water Conservation Association - Water Laws Committee

- Chair (2012-13)
- Vice Chair (2011-12)

Texas Water Conservation Association - Groundwater Issues Committee

- Member (2010 - current)

Named one of “The Best Lawyers in America”- for the specialty of Water Law

- 2007 Edition
- 2008 Edition
- 2009 Edition
- 2017 Edition

Named one of “The Best Lawyers in Texas”- for the specialty of Environmental Law

- 2018 Edition

Save Barton Creek Association

- 2007-2008 Teamwork Award

Sustainable Food Center

- Board of Directors (2008-2011)

Leadership Austin

- Class Member (2005-06)
- Alumni Association - Member (2006 - current)

University of Texas Law School - Environmental Law Clinic Advisory Board

- Member (2005-2011)

Water and Wastewater Commission, City of Austin

- Member (January 2002-December 2004)

State Bar of Texas’ Changing Face of Water Rights (Advanced Water Rights Course & Water Rights 101)

- Course Director (2011 and 2012)

Environmental and Natural Resources Law Section, State Bar of Texas

- Immediate Past Chair - 2007-08
- Chair - 2006-07
- Chair-Elect - 2005-06
- Vice Chair - 2004-05
- Member - Planning Committee - Environmental Superconference - 2005
- Treasurer - 2002-04
- Member, Executive Committee - 1999-2002
- Annual Meeting Program Chair – 1998
- Member - Planning Committee - Water Law Course - 2001, 2003

Friends of Deep Eddy

- Member (2005-08)

Congregation Beth Israel

- Trustee (2006-08)

Meals on Wheels

- Volunteer Deliverer (1996-2009)

Administrative Law Section, State Bar of Texas

- Member - Planning Committee - Advanced Administrative Law Course – 2000

Partial List of Reported Decisions

Edwards Aquifer Authority v. Day, 369 S.W.3d 814 (Tex. 2012)

Edwards Aquifer Authority v. Chemical Lime, Ltd., 291 S.W.3d 729 (Tex. 2009)

In re Edwards Aquifer Authority, 217 S.W.3d 581 (Tex. App.–San Antonio 2006, no pet.)

Edwards Aquifer Authority v. Peavy Ranch, 199 S.W.3d 312 (Tex. App.–San Antonio 2006, no pet.)

Bragg v. Edwards Aquifer Authority, 71 S.W.3d 729 (Tex. 2002).

Edwards Aquifer Authority v. Bragg, 21 S.W.3d 375 (Tex. App.–San Antonio 2000), *aff'd*, 71 S.W.3d 729 (Tex. 2002).

Robbins Chevrolet Co. v. Motor Vehicle Board, 989 S.W.2d 865 (Tex. App.-1999, petition denied).

Cellular Telecommunications Industry Association v. Federal Communications Commission, 168 F.3d 1332 (D.C. Cir. 1999).

Elizondo v. Texas Natural Resource Conservation Commission, 974 S.W.2d 928 (Tex. App.–Austin 1998, no petition).

Sprint Spectrum, L.P. v. State Corporation Commission of Kansas, 149 F.3d 1058 (10th Cir. 1998).

GTE Southwest, Inc. v. Public Utility Commission, 978 S.W.2d 161 (Tex. App.–Austin 1998, petition denied).

Quick v. City of Austin, 7 S.W.2d 109 (Tex. 1999).

Power Clearinghouse, Inc. v. Public Utility Commission, 968 S.W.2d 537 (Tex. App.–Austin 1998, no petition).

In re Petition of Pittencrief Communications, Inc., 9 Communications Reg. (P & F) 1041, 1997 WL 606233 (Fed. Communications Comm'n Oct. 2, 1997).

City of Plano v. Public Utility Commission, 953 S.W.2d 416 (Tex. App.-Austin 1997, no writ).

City of Lancaster v. Texas Natural Resource Conservation Commission, 935 S.W.2d 226 (Tex. App.–Austin, 1996, writ denied).

C.O.N.T.R.O.L. v. Sentry Environmental, L.P., 916 S.W.2d 677 (Tex. App.–Austin 1996, writ denied), *cert. denied sub. nom.*, 520 U.S. 1264, 117 S. Ct. 2432, 138 L. Ed. 2d 193 (1997).

Publications and Presentations

Board Member Responsibility and Liability presented at Texas Alliance of Groundwater Districts Groundwater Summit, August 30, 2017, Embassy Suites, San Marcos, Texas

The Year in Review 2016 - Water Resources 2016 Annual Report - State Developments, Texas, Section of Environment, Energy, and Resources Law, American Bar Association

Author - Texas Practice Series, Texas Environmental Law - Chapter 11 (Texas Superfund) (Thomson Reuters 2015-2016)

The Year in Review 2015 - Water Resources 2015 Annual Report - State Developments, Texas, Section of Environment, Energy, and Resources Law, American Bar Association

Case Law Update presented at Texas Rural Water Association/Texas Water Conservation Association Water Law Seminar: New Directions, January 22-23, 2015, Omni Austin, Austin, Texas

The Year in Review 2014 - Water Resources 2014 Annual Report - State Developments, Texas, Section of Environment, Energy, and Resources Law, American Bar Association

Joint Planning 101, presented at Texas Alliance of Groundwater Districts & High Plains Water District Board Member Training Course, September 16-17, 2014, Lubbock, Texas

Emerging Trends in Groundwater Management: Legislative and Rule Changes Regarding Desired Future Conditions and Managed/Modeled Available Groundwater; Petition Process Update, State Bar of Texas' Changing Face of Water Rights Advanced Course 2014, February 27-28, 2014, Hyatt Hill Country Resort, San Antonio, Texas

Author - Texas Practice Series, Texas Environmental Law - Chapter 11 (Texas Superfund) (Thomson Reuters 2013-2014)

The Year in Review 2013 - Water Resources 2013 Annual Report - State Developments, Texas, Section of Environment, Energy, and Resources Law, American Bar Association

Recent Changes to Desired Future Conditions (DFCs) and Modeled Available Groundwater (MAG); DFC Petition Process Update, presented at Water for the Future: Texas at the Crossroads, Texas Rural Water Association/Texas Water Conservation Association Water Law Seminar, January 24-25, 2013, Omni Austin, Austin, Texas

Two Recent Developments in Interstate Water Compact Litigation Before The United States Supreme Court Involving Texas: Tarrant Regional Water District v. Herrmann and Texas v. New Mexico, Confluence (Newsletter of the Texas Water Conservation Association) (March 2012)

The Year in Review 2012 - Water Resources 2012 Annual Report - State Developments, Texas, Section of Environment, Energy, and Resources Law, American Bar Association

Publications and Presentations (continued)

Edwards Aquifer Authority v. Day: An Overview, 15th Annual Conference on Litigating Takings Challenges to Land Use and Environmental Regulations, November 9, 2012, UC Hastings Law School, San Francisco, California (presented by Vermont Law School and Georgetown University Law Center)

Case Law Update, Texas Water Conservation Association Fall Meeting, October 26, 2012, San Antonio, Texas

New Lawsuit Against TWDB Highlights Physical and Legal Relationship Between Groundwater and Surface Water, Confluence (Newsletter of the Texas Water Conservation Association) (October 2012)

Texas Supreme Court Case Resolves Ownership Issue, Questions On How Chapter 36 Groundwater Conservation Districts May Regulate Remain, The Fountainhead (Newsletter of the Texas Ground Water Association (October 2012)

Takings Litigation Against the Edwards Aquifer Authority After the Day Case, Confluence (Newsletter of the Texas Water Conservation Association) (June 2012)

Water Issues Update: Current Issues Involving Groundwater, Texas City Attorneys Association Summer Conference, South Padre Island (June 6-8, 2012)

The Year in Review 2011 - Water Resources 2011 Annual Report - State Developments, Texas, Section of Environment, Energy, and Resources Law, American Bar Association

Presentation and Discussion: Groundwater and Takings in Texas and Elsewhere, The 14th Annual Conference on Litigating Takings Challenges to Land Use and Environmental Regulation: Intergovernmental Regulatory Takings Forum (organizer: Vermont Law School) (November 18 - 19, 2011 at Georgetown University Law Center)

DFC Litigation Update, Meeting of the Texas Alliance of Groundwater Conservation Districts, Austin, Texas (March 30 -31, 2011)

Administrative Appeals of Planning Decisions by Groundwater Conservation Districts, Texas Water Conservation Association's 66th Annual Convention, Dallas, Texas (March 3 - 5, 2010)

The Year in Review 2009 - Water Resources 2009 Annual Report - State Developments, Texas, Section of Environment, Energy, and Resources Law, American Bar Association

The Petition Proceedings of Chapter 36, Water Code, Meeting of the Texas Alliance of Groundwater Conservation Districts, Corpus Christi, Texas (July 27 -29, 2009)

Regulatory Takings Litigation - A Focus on Groundwater: Background and History, the Vested Rights Issue and Beyond, Changing Face of Water Rights Advanced Course 2009, State Bar of Texas (April 2-3, 2009); and presentation - "Takings Claims: Litigation"

Publications and Presentations (continued)

The Year in Review 2008 - Water Resources 2008 Annual Report - State Developments, Texas, Section of Environment, Energy, and Resources Law, American Bar Association

Motions, Orders, Resolutions, Regulations and Rules, Meeting of the Texas Alliance of Groundwater Districts, Austin, Texas (July 28, 2008)

Groundwater Regulation and Regulatory Takings (paper and presentation), Litigating Takings and Other Constitutional Challenges to Land Use and Environmental Regulations (Georgetown Environmental Law and Policy Institute) (October 14-15, 2004)

Author - West's Texas Practice Series, Texas Environmental Law - Chapter 11 (Texas Superfund) (2nd edition 2004) (2005 pocket part) (2006 pocket part) (2007 pocket part) (2008 pocket part) (2009 pocket part) (2010 pocket part) (2011 pocket part) (2012 pocket part)

Update Editor - West's Texas Practice Series, Texas Environmental Law - Chapter 11 (Texas Superfund) (2003 Pocket Part)

Chapter 28: *Environmental Law, Doing Business in Texas, A Guide for Foreign Investors Doing Business in the Lone Star State*, International Law Section, State Bar of Texas (2nd Ed. 2003)

Defending and Challenging the Groundwater Conservation District, The Changing Face of Water Rights in Texas, State Bar of Texas, Professional Development Program (February 13 and 14, 2003)

Environmental Law: Houston Court of Appeals Decides Private Cost Recovery Issues Under Texas' Solid Waste Disposal Act, Vol. 66, No. 1 Texas Bar Journal at 58 (January 2003)

The Texas Private Real Property Rights Preservation Act After Seven Years: Unfulfilled Dreams and Unrealized Fears, 33 Texas Env. Law J. 5 (Fall 2002)

Federal Case Notes Editor, *State Bar of Texas, Environmental Law Journal* - (Spring 1999 through Fall 2002)

The Property Rights Act: How it May Affect Your District, Texas Water Conservation Association 5th Annual Convention (March 8 and 9, 2001)

Regulatory Takings - Point/Counter-Point, The Changing Face of Water Rights in Texas, State Bar of Texas, Professional Development Program (February 1 and 2, 2001)

A Practical Guide to Corporate Due Diligence in Acquisitions: Assessing Potential Environmental Liability, International Business Transactions, University of Texas at El Paso, Center for Law and Border Studies (January 11 and 12, 2001)

Administrative Law at the Local Level: Selected Issues, Advanced Administrative Law Course, State Bar of Texas, Professional Development Program (October 26 and 27, 2000)

Publications and Presentations (continued)

Update Editor - West's Texas Practice Series, Texas Environmental Law - Chapter 24 (Environmental Compliance and Risk Reduction Programs) - 2000 and 2001 Pocket Part

Government Code Provisions and Agency Rulemaking: An Update, Advanced Administrative Law Course, State Bar of Texas, Professional Development Program (September 24 and 25, 1998)

The National Environmental Policy Act (NEPA): An Overview - Executive Enterprises (several presentations from January 1992 through May 1993)

EPA's Interim CERCLA Policy, WASTE AGE, August 1990

Stricter Controls Likely on Municipal Ash, WASTE AGE, April 1990

Other Employment

Team Leader

City Volunteer Corps - New York, N.Y. June 1985 - September 1985
Responsible for 15 City Volunteers in an urban "peace corps" program.

Urban Park Ranger

New York City Dept. of Parks and Recreation June 1984 - June 1985; summers 1982, 1983
Developed and implemented educational programs on park flora, fauna, history and design.
Patrolled and provided a uniformed presence in New York City Parks and at special events.

Administrative/Research Aide to Professor Carl Sagan

Laboratory for Planetary Studies at Cornell University November 1983 - June 1984
Ithaca, N.Y.
Various office and library tasks; made billions and billions of copies.

CERTIFICATE OF INTERESTED PARTIES

FORM 1295

1 of 1

Complete Nos. 1 - 4 and 6 if there are interested parties.
Complete Nos. 1, 2, 3, 5, and 6 if there are no interested parties.

OFFICE USE ONLY CERTIFICATION OF FILING

1 Name of business entity filing form, and the city, state and country of the business entity's place of business.

Kemp Smith LLP
El Paso, TX United States

Certificate Number:
2018-388145

Date Filed:
08/03/2018

2 Name of governmental entity or state agency that is a party to the contract for which the form is being filed.

Riverbend Water Resources District

Date Acknowledged:

3 Provide the identification number used by the governmental entity or state agency to track or identify the contract, and provide a description of the services, goods, or other property to be provided under the contract.

99992018
Attorney Services

4	Name of Interested Party	City, State, Country (place of business)	Nature of interest (check applicable)	
			Controlling	Intermediary
	Bonner, Richard	El Paso, TX United States	X	
	Wolf, Gene	El Paso, TX United States	X	
	Brewer, James	El Paso, TX United States	X	
	Burns, C.B.	El Paso, TX United States	X	
	Mann, Scott	El Paso, TX United States	X	

5 Check only if there is NO Interested Party.

☐


6 UNSWORN DECLARATION

My name is JIM CAYLOR, and my date of birth is 8/14/48.

My address is 221 N. KANSAS, suite 1700, EL PASO, TX, 79901, USA.
(street) (city) (state) (zip code) (country)

I declare under penalty of perjury that the foregoing is true and correct.

Executed in EL PASO County, State of TEXAS, on the 3rd day of August, 2018.
(month) (year)


Signature of authorized agent of contracting business entity
(Declarant)

RESPONSE TO



Riverbend Water Resources District

REQUEST FOR QUALIFICATIONS FOR LEGAL SERVICES SPECIFIC TO WATER LAW

SUBMITTED BY



**Booth, Ahrens & Werkenthin, P.C.
4330 Gaines Ranch Loop, Suite 240
Austin, Texas 78735
(512) 472-3263
www.baw.com**

August 3, 2018

TABLE OF CONTENTS

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1. General Information and Statement of Interest

Dear Ms. Fazio Hale,

The law firm of Booth, Ahrens & Werkenthin, P.C. (the “Firm”) is pleased to submit this response to assist the Riverbend Water Resources District (“RWRD”) in assessing our qualifications and experience to provide effective legal services specific to water law at the local, state, and federal level. Since Booth, Ahrens & Werkenthin, P.C. was established in 1992, we have offered our clients personalized service that can only come from a deep understanding of our clients’ particular needs, goals, and the regulatory and market challenges they face. The Firm is uniquely qualified to develop regional water supply solutions.

Our Firm focuses on legal and legislative areas involving surface water, groundwater, and reuse supplies, water and wastewater permitting, property rights in water, and environmental issues including wastewater, waste management and materials management. Our regulatory and legislative practices keep us at the forefront of federal and state law and agency policy in these and a range of other areas.

We have extensive experience in negotiating and developing wholesale water supply and wastewater treatment contracts and other terms of service for both water suppliers and water purchasers, and in litigating water rates and compelled service. A number of these contracts involved developing new or supporting established water or wastewater systems for wholesale treatment or supply. In developing cost-effective and practical solutions for our clients, we emphasize innovation and big-picture thinking. We also respect the history and principles that have shaped our state and federal laws. Our clients include political subdivisions, local and international companies, water providers, wastewater providers, water users, and nonprofit organizations, as well as individuals. We have particular experience working together with client general managers, general counsel, bond counsel, financial advisors, and customer advisory groups. Combined, our Firm has nearly a century of experience in the field of water law.

We have reviewed the terms of the RFQ and agree to the terms and conditions as set forth in the document. As detailed further, we hope you will find the Firm’s combination of skills well suited to meet your needs. Please know that we welcome the opportunity for an interview in person or by phone if you prefer. In the meantime, please do not hesitate to contact our office should you have any questions or require further information.

Respectfully submitted on behalf of the Firm,

Michael Booth

Booth, Ahrens & Werkenthin, P.C.
4330 Gaines Ranch Loop, Suite 240
Austin, Texas 78735
mjb@baw.com
512-472-3263

2. Firm Biographies



Michael J. Booth has practiced water and environmental law for more than 30 years at the state, federal, and administrative levels. Specializing in water matters, Mr. Booth has worked tirelessly with clients to develop innovative ways to obtain reliable water supplies, including wastewater reuse to augment existing water reservoirs. Mr. Booth has represented a variety of clients including groundwater districts, river authorities, water districts, and municipalities. In addition, Mr. Booth played an integral part in the passage of significant water and environmental legislation and is a frequent invited witness before Texas State legislative committees. He is a longtime board member of the Texas Water Conservation Association (TWCA), is the immediate past president, and only the third attorney to serve as president in the almost 75 year history of TWCA. He currently is the Chair of the TWCA Finance Committee and Federal Steering Committee. He is admitted to practice in all state and federal courts in Texas, as well as the United States Court of Appeals for the 5th Circuit and the United States Supreme Court. He attended the University of Texas (B.B.A.-Finance 1978) and St. Mary's University (J.D., 1982). His recent publications or presentations include: "Flood Litigation" TWCA Confluence (April 2018), "Status of Surface Water Laws: An Update on Interbasin Transfers" *TSCRA Policy Conference September 2016*, and "Chapter 36 Groundwater Conservation Districts and Subsidence Districts," *Essentials of Texas Water Resources* (2014).



Carolyn Ahrens (of counsel) practices law primarily in the areas of groundwater and surface water rights and regulation, reuse, contracts, and environmental law. She has been active in representing clients on legislative issues affecting water supply and regulation. Ms. Ahrens is dedicated to obtaining, defending, and securing water rights and supplies for the Firm's clients, through traditional and nontraditional permitting and contracting strategies and is positioned to work effectively toward intergovernmental, regional and statewide solutions as well as communicating with the public. Ms. Ahrens served nationally on the Board of Directors of the WaterReuse Association and chaired its Legislative Committee. She also chaired the American Water Works Association's Water Resources Sustainability Division that encompasses national committees on Groundwater, Water Resource Planning and Water Reuse. Ms. Ahrens was a Trustee as well as a Director of the Water Environment Federation. At the state level, Ms. Ahrens is honored to serve currently on the boards of the Texas Desalination Association and the Texas Water Conservation Association (TWCA). She chaired TWCA's Water Laws Committee under three association presidents and is active with the Surface Water Committee, Policy Committee, Federal Affairs Committee, and General Environmental Panel as well as the association's strategic planning group. Ms. Ahrens twice received the prestigious TWCA President's Award. Among other industry awards, she also received a 2012 President's Award from the WaterReuse Association and two state Watermark Awards for

raising the public's level of understanding of Texas water issues. Ms. Ahrens is a Life Fellow of the Texas Bar Foundation, a Fellow of the American Bar Association Young Lawyers Division, a member of the Joseph Pritchard Inn, and a Founding Fellow of the Travis County Bar Foundation.



Fred Werkenthin, Jr. has practiced environmental law for more than a quarter century and brings a highly technical background to the Firm. Graduating from Southwest Texas State University with Bachelor of Science and Master of Science degrees in biology with minors in chemistry, Mr. Werkenthin's education and subsequent time spent as an Environmental Quality Specialist Hydrologist provides a unique perspective in environmental and water-related legal issues. Mr. Werkenthin has successfully handled multimillion dollar case settlements and is The Dow Chemical Company's primary attorney for water-related issues. A seasoned speaker and author, Mr. Werkenthin publications include articles like "The Relationship of Nutrients and Morphometry to Productivity in Canyon Reservoir, Texas," published in 1980. His speeches involve many topics revolving around aquaculture, including his Texas Aquaculture Association 41st Annual Trade Show and Conference presentation titled, "TCEQ Draft General Permit for Pesticides" and presentations on state and federal regulation regarding wastewater regulations at the World Aquaculture Society and the Texas Aquaculture Association. He has been lead counsel on many contested case hearing regarding water right and wastewater issues. He was instrumental in obtaining an amendment to the Texas Water Code that saved Aquaculture entities tens of thousands of dollars per year. He is an active member of the Austin Bar Association and graduated from St. Mary's University School of Law in 1989.



Trey Nesloney is an attorney at Booth, Ahrens & Werkenthin, P.C. and has practiced water and environmental law for more than 10 years. He received his J.D. from the University of Texas in 2006. Before practicing law, Mr. Nesloney worked as a civil engineer in Dallas where he was a Certified Engineer-In-Training. He worked on a number of environmental projects, including the completion of storm water pollution prevention plans for various construction projects and the design of drainage systems on the IH-35 widening project. Since receiving his J.D., Mr. Nesloney has handled numerous cases involving groundwater, surface water, and wastewater issues. He has also authored several articles including, "Fracking Dry: Issues in Obtaining Water For Hydraulic Fracturing Operation in Texas," which appeared in the May 2015 edition of the *Texas Environmental Law Journal*. Mr. Nesloney graduated Cum Laude from Texas A&M University with a Bachelor of Science Degree in Civil Engineering and was a member of the Texas A&M chapter of Chi Epsilon, a Civil Engineering Honor Society. He is a member of the State Bar Association, Texas Water Conservation Association, and American Society of Civil Engineers.

3. Firm Experience

Booth, Ahrens & Werkenthin, P.C. is a full-service law firm for matters involving water rights and uses, including contested and uncontested permitting proceedings at both local and state and federal levels, defending property rights in water, contract and rate development and disputes, water transfers and transport and development of policy, local, federal and state agency regulations, and state law. The Firm also has extensive experience at the state and federal level in water quality issues, including numerous contested case hearings and appeals. The Firm greatly appreciates that our attorneys have had the opportunity to serve many of our clients for 10, 20, and even 30 years.

Surface Water

Texas has a rich history of surface water laws intended to encourage and support economic development, and also a future that promises increasing competition for limited surface water supplies. Today, for securing and defending surface water rights under reasonable conditions of use, the Firm helps its water supply clients navigate complex state and federal regulations that affect projects both large and small. Our surface water clients are located throughout the state and include individuals, local and international businesses, electric generators, and political subdivisions. Our clients' sources of surface water are diverse, and increasingly include innovative approaches to incorporating wastewater reuse, water market transactions, moving water by bed and banks or pipeline, conjunctive use with groundwater, identification of excess flow opportunities, subordination agreements, and desalination and storage projects. For water storage, the Firm has assisted in obtaining and amending rights for more than fifteen on and off-channel Texas reservoirs, including some of the largest reservoirs in the state.

The Firm has assisted clients in a number of state water rights matters involving the permitting or amending of permits for many Texas reservoirs, including Ivie Reservoir, Spence Reservoir, Lake J.B. Thomas, Paluxy Reservoir, Little Cypress Reservoir, Lake Benbrook, Richland-Chambers Reservoir, Cedar Creek Reservoir, Bridgeport Reservoir, Eagle Mountain Reservoir, Lake Fork, Lake Tawakoni, Toledo Bend Reservoir, Lake Livingston and Lake Wallisville among others. In recent years, the Firm has worked with clients to develop innovative ways to obtain reliable water supplies, including obtaining permits to allow water users to divert surface water at times of higher flow to fill off-channel reservoirs for use during drier times, the reuse of wastewater to augment existing water supplies, and compliance with the complicated Senate Bill 3 environmental flow requirements. Permitting reservoirs and water diversions also required members of the Firm to master collateral issues, such as the impacts to fish and wildlife resources, mitigation techniques, instream flow releases, water quality impacts, and endangered species.

Members of the Firm have extensive experience negotiating and developing short, medium, and long-term water supply contracts for suppliers and purchasers. Such contracts have included rate provisions supporting over \$300 million in bonds for a regional water supply system, as well as provisions supporting reuse to enhance reservoir yields, protecting water quality and increasing water conservation. Additionally, the Firm has developed and negotiated water right subordination agreements and wastewater treatment contracts. As part of this work, the Firm has

supported or developed regional water and wastewater master and individual contracts for a number of water and waste water providers in Texas, including Trinity River Authority, Tarrant Regional Water District, Sabine River Authority, and Colorado Municipal Water District. We also successfully defended the system rate of Tarrant Regional Water District before the predecessor of the TCEQ. The Firm Co-Authored a 1996 TWDB Report *On The Terminability of Water Supply Service in Texas And Model Agreement for Fixed-Term Wholesale Raw Water Supply* and assisted the TWDB in the development of conforming legislation.

The Firm, in conjunction with the Fort Worth District Corps of Engineers and other attorneys, successfully defended litigation brought against the Corps' granting a Section 404 permit for the Richland-Chambers Reservoir and pipeline to Tarrant Regional Water District. At the time, this was the largest reservoir project undertaken in the State during the past 15 years. Pipeline and reservoir costs were over \$300 million. Among other things, the Firm has filed briefs in support of Texas in the United States Supreme Court over the Red River Compact and represented the TWCA in federal court including the United States Supreme Court over the acceptance of the Waters Bluff Reservoir project site into a federal program blocking reservoir development.

Groundwater

Booth, Ahrens & Werkenthin, P.C. has decades of experience with groundwater law, representing groundwater conservation districts in their rulemaking and permitting processes. The Firm has represented groundwater rights owners in the acquisition and lease of groundwater, groundwater users who face unwarranted reductions in the groundwater supplies that they depend on, and landowners who must actively defend their property rights in order to get well permits, transfers, or other authorizations for use. In this regard, we also worked closely with firm clients in finding alternative water supplies including reuse and deep well development of potentially brackish water for conjunctive use to satisfy groundwater district pumpage reduction requirements. The Firm assisted in the development of groundwater production permitting regulations for Panhandle Groundwater Conservation District Number Three and participated in the development of legislation regulating production from the Edwards Aquifer, as well as permitting groundwater production under that legislation. Additionally, the Firm negotiated and assisted in the passage of Edwards Aquifer Legislation eliminating the charging of permit retirement fees that would have cost Edwards groundwater and Guadalupe River surface water rights holders hundreds of millions of dollars.

Wastewater

Firm attorneys were instrumental in obtaining numerous wastewater disposal permits and amendments for agricultural, municipal, and industrial concerns required for the continued growth and development of Texas. This included obtaining and defending state and federal permits for regional wastewater treatment plants for the Trinity River Authority and the City of Victoria, as well as obtaining and defending state and federal discharge permits for some of the largest coastal shrimp farming facilities in Texas. The firm also plays an active role in monitoring and, if necessary, commenting on state and federal rulemaking related to wastewater.

4. Resume and References

(Expanded resumes available on firm website at www.baw.com)

Michael J. Booth

Admitted to bar 1982, Texas; 1983, U.S. District Court, Northern District of Texas; 1987, U.S. District Court, Eastern District of Texas; 1988, U.S. District Court, Western District of Texas; 1986, U.S. Court of Appeals, Fifth Circuit; 1992, U.S. Supreme Court.

Education:

University of Texas (B.B.A., 1978); St. Mary's University (J.D., 1982). Notes and Comments Editor, St. Mary's Law Journal, 1981-82. Briefing Attorney, Court of Appeals for the Third Supreme Judicial District, 1982-83.

Selected Recent Presentations/Publications:

Author: "Flood Litigation" TWCA Confluence (April 2018), "Status of Surface Water Laws: An Update on Interbasin Transfers" *TSCRA Policy Conference September 2016*. Co-author: "Chapter 36 Groundwater Conservation Districts and Subsidence Districts," *Essentials of Texas Water Resources* (2009): 291-324.

Speaker: "TCEQ Water Curtailment Rules: How Meaningful is the Priority System," 2012 Texas Water Law Institute, November 2012; "Surface Water for Agriculture: Options to Maintain and Create Surface Water for Agricultural Use?" Agricultural Water Summit, Waco, Texas February 2012.

Professional Affiliations:

Water Rights Application Notice Advisory Group; Texas Bar Foundation; State Bar of Texas (Environmental and Natural Resources Law Section; Public Utility Law Section); Austin Bar Association (Administrative Law Section); Texas Natural Resource Conservation Commission (Ad Hoc Water Reuse Committee); Texas Natural Resource Conservation Commission (Water Rights Advisory Committee); Texas Water Commission's Clean Water Council (Water Supply and Use Subcommittee); Austin Chamber of Commerce (Health, Safety, and Environment Committee); Lower Colorado River Authority Travis County Water Council; Chamber of Commerce, City Regulatory, and Planning Committee (1988-89); Texas Water Conservation Association's Water Laws Committee (Chairman 1990-98); Texas Water Conservation Association (President, 2017-2018); National Water Resources Association (Litigation Committee, Member 2004-06).

Carolyn Ahrens

Admitted to bar 1985, Texas. Carolyn Ahrens is of counsel to the firm.

Education:

Southwest Texas State University (B.S. in Education with Highest Honors, 1979; Masters of Education, 1981); University of Texas (J.D. with Honors, 1985). Dean's Awards for Academic Achievement in Water Law Seminar, Land Use Planning, and Federal and Texas Public Mineral Land Law.

Recent Presentations/Publications:

"The Environmental Forecast for Post-Harvey Texas" (Program Chair), State Bar of Texas, August 1, 2018; "Insider's Guide to Advanced Water Rights Issues," Changing Face of Water Rights Conference, Water Rights 101, State Bar of Texas, February 2018 and February 2017; "Introduction to Surface Water Rights in Texas," Water in Texas: What Every City Official Needs to Know, Texas Municipal League, March 1-2, 2012; "A Perspective on Water Marketing Policy in Texas," Should Water be Treated as a Commodity?, League of Women Voters, Austin Area, November 5, 2011; "The Special Laws of Permitting Groundwater Use in Texas," 23rd Annual Environmental Superconference 2011, State Bar of Texas, August 4-5, 2011; "Texas Groundwater Regulation," The Auditing Roundtable, South Central Regional Meeting, August 3, 2011; "Groundwater Reduction Plans: A Case Study from Within the Lone Star Groundwater Conservation District Regarding Compliance and Alternative Water Supplies," The Changing Face of Water Rights, State Bar of Texas, February 24-25, 2011; Editorial Board of the Western Water Law & Policy Reporter (2008-2009) and author "The Texas Legislature's 81st Regular Session: An Overview on Water Issues" (August/September 2009), "A Different Kind of Water War: Texas Addresses Invasive Aquatic Plant Species" (July 2009), "Texas Supreme Court Denies Review in Environmental Flow Appropriation Case" (June 2009), "Still Smarting from 2008 Storms, Texas Explores Legislation to Address the Power to Supply Water" (May 2009), "Climate Change and Water in Texas" (April 2009), "Texas Comptroller Analyzes the State's 'Liquid Assets'" (March 2009), "Texas Water Development Board Maps out the Future of Desalination on the 'Third Coast'" (February 2009), "Texas Water Conservation Advisory Council Recommends Actions to Make Water Conservation Savings a Reality" (January 2009), "Texas Supreme Court Judges 'Historic Use' of Groundwater by both Quantity and Purpose" (December 2008); "Legislative Update," Texas Water, April 6, 2005; "Water Resources - Croc Hunter Challenge," State Bar of Texas 14th Annual Environmental Superconference, August 5-6, 2004; "Point of Conflict: Texas Water Law," Urban Water Council Regional Meeting, March 21, 2004; "Water Reuse: Point of Conflict," Water Sources 2004, January 11-14, 2004; "Legislative Outlook: Focus on Texas Water Reuse," WaterReuse Symposium XVIII, September 9, 2003; "Water Rights Issues for the Next Legislative Session", Bi-annual Briefing for Legislators and Staff, Texas Section American Water Works Association, August 2, 2002.

Professional Affiliations:

Texas Water Conservation Association (Board of Directors, since 2002, Water Laws Committee Chair 2000-2003); Texas Desalination Association (Board of Directors, since 2018); WaterReuse Association (Board of Directors 2004-2012, Chair of National Legislative Committee 2007-2009); WaterReuse Texas (Trustee 2012-2015 and Board of Directors, 2005-2015); American Water Works Association (Chair, Water Resources Sustainability Division 2010-2013); Water Environment Federation (Board of Trustees 2004-2006 and Director 2000-2003); Water Environment Association of Texas (Executive Board 1995-2005 and Secretary 1995-1999). Bar association honors include Texas Bar Foundation (Life Fellow); Fellows of the American Bar Association Young Lawyers Division (Member); Joseph Pritchard Inn (Member); Founding Fellow of the Travis County Bar Foundation (Life Fellow) as well as numerous leadership positions for the International Young Lawyers Association, the American Bar Association, the State Bar of Texas, the Texas Young Lawyers Association, the Austin Bar Association, and the Austin Young Lawyers Association.

Fred B. Werkenthin Jr.

Admitted to bar 1989, Texas.

Education:

Southwest Texas State University (B.S., 1978; M.S., 1980); St. Mary's University (J.D., 1989).

Publications:

"The Relationship of Nutrients and Morphometry to Productivity in Canyon Reservoir, Texas," May 1980.

Other Professional Experience:

Environmental Quality Specialist Hydrologist, Texas Department of Water Resources, 1981-86.

Professional Affiliations:

Austin Bar Association (Member, Administrative Law Section); Texas Bar Foundation; State Bar of Texas (Member, Administrative and Public Law Section); Water Environment Association of Texas; Water Environment Federation; World Aquaculture Society; National Aquaculture Association; Texas Aquaculture Association; Texas Water Conservation Association.

Trey Nesloney

Admitted to bar 2007, Texas; Certified Engineer-In-Training (EIT) in Texas.

Education:

Texas A&M University (B.S. in Civil Engineering, graduated Cum Laude, 2000); University of Texas (J.D., 2006). Texas A&M University Chapter of Chi Epsilon (Civil Engineering Honor Society).

Presentations/Publications:

Author: "Water In and Out of Streams; Reuse and Return Flows," State Bar of Texas, 19th Annual Changing Face of Water Rights, Chapter 10 (2018); "Issues Out of BRA SysOp," State Bar of Texas, 18th Annual Changing Face of Water Rights, Chapter 3 (2017); "Texas Water Law Case Update," 2016 Water Law Fundamentals and Texas Water Law Institute (2016); "Fracking Dry: Issues in Obtaining Water For Hydraulic Fracturing Operations in Texas," Texas Environmental Law Journal (2015). *Co-author:* "Chapter 36 Groundwater Conservation Districts and Subsidence Districts," Essentials of Texas Water Resources (2009): 291-324.

Other Professional Experience:

Lina T. Ramey & Associates, Dallas, Texas: Civil Engineer; Member of design team for Dallas Area Rapid Transit light rail facilities; Assisted in design of drainage systems on IH-35 widening project. HNTB Corporation, Dallas, Texas: Civil Engineer; Involved in large and small-scale design projects including the US 75/IH-635 Interchange.

Professional Affiliations:

State Bar of Texas; Austin Bar Association; Texas Water Conservation Association; American Society of Civil Engineers.

References

David Montagne

General Manager – Sabine River Authority

dmontagne@sratx.org

P.O. Box 579, Orange, TX 77630

(409) 746-3200

Jim Oliver

General Manager – Tarrant Regional Water District

jim.oliver@trwd.com

P.O. Box 4508, Fort Worth, Tx 76164

(817) 355-2491

Howard Slobodin

General Counsel – Trinity River Authority

slobodinh@trinityra.org

P.O. Box 60, Arlington, Tx 76004

(817) 493-5135

5. Potential Legal Conflicts

Booth, Ahrens & Werkenthin, P.C. is independent of the Riverbend Water Resources District as defined by the U.S. General Accounting Office's Government Auditing Standards (1988). We are not aware of any engagements that may be a conflict of interest.

6. Signed HB 1295 Disclosure Form

See attached signed HB 1295 Disclosure Form.

7. Schedule of Hourly Billable Rates

Michael J. Booth	\$390.00
Fred B. Werkenthin, Jr.	\$390.00
Carolyn Ahrens	\$390.00
Trey Nesloney	\$315.00
Associate	\$200.00
Legal Assistant	\$165.00
Clerk	\$125.00

We are also open to discussing a retainer arrangement for some general services that would meet the district's needs in an efficient manner. We also commit to maintain the same rates for 1 year after an engagement letter is signed and in subsequent years increase rates no greater than 5%.

CERTIFICATE OF INTERESTED PARTIES

FORM 1295

1 of 1

Complete Nos. 1 - 4 and 6 if there are interested parties.
Complete Nos. 1, 2, 3, 5, and 6 if there are no interested parties.

OFFICE USE ONLY CERTIFICATION OF FILING

1 Name of business entity filing form, and the city, state and country of the business entity's place of business.

Booth, Ahrens & Werkenthin, P. C.
Austin, TX United States

Certificate Number:
2018-387500

Date Filed:
08/02/2018

Date Acknowledged:

2 Name of governmental entity or state agency that is a party to the contract for which the form is being filed.

Riverbend Water Resources District

3 Provide the identification number used by the governmental entity or state agency to track or identify the contract, and provide a description of the services, goods, or other property to be provided under the contract.

20180803
Legal Services

4	Name of Interested Party	City, State, Country (place of business)	Nature of interest (check applicable)	
			Controlling	Intermediary

5 Check only if there is NO Interested Party.



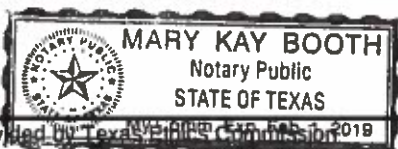
6 UNSWORN DECLARATION

My name is Fred Werkenthin Jr, and my date of birth is May 25, 1957

My address is 3005 Riva Ridge Road, Austin, TX, 78746, USA
(street) (city) (state) (zip code) (country)

I declare under penalty of perjury that the foregoing is true and correct.

Executed in Travis County, State of Texas, on the 2 day of Aug, 20 18
(month) (year)



Fred B. Werkenthin Jr
Signature of authorized agent of contracting business entity
(Declarant)